

ROSENTHAL AND SCHANFIELD

PROFESSIONAL CORPORATION

ATTORNEYS

LEONARD SCHANFIELD  
WILLIAM P. ROSENTHAL  
STANLEY R. WEINBERGER  
NORMAN L. ROTHENBAUM  
LESTER ROSEN  
FRANK R. BALL, JR.  
HENRY M. MORRIS  
MARVIN COHN  
MARTIN K. BLONDER  
HARVEY J. BARNETT  
I. WALTER DEITCH  
ROBERT R. TEPPER  
STEPHEN P. KIKOLER

DAVID M. ROSENTHAL  
DANIEL P. STERNBERG  
MORTON DENLOW  
ROBERT I. BERGER  
JOEL C. LEVIN  
RALPH J. ESPOSITO  
ROSS P. BENJAMIN  
MARTIN J. FRIEDMAN  
SYBIL C. MALINOWSKI

RECORDATION NO. 9015-C Filed & Recorded

FEB 27 1978 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

February 23, 1978

MID-CONTINENTAL PLAZA  
SUITE 4620  
55 EAST MONROE STREET  
CHICAGO, ILLINOIS 60603  
PHONE: 312-236-5622

Office of the Secretary  
Interstate Commerce Commission  
Washington, D. C.

RE: Third Amendment to Equipment Trust Agree-  
ment Dated as of January 31, 1978

Gentlemen:

Pursuant to Section 20c of the Interstate Commerce Act and the rules and regulations promulgated thereunder, we hand you herewith for filing twenty (20) executed counterparts of the above referenced Third Amendment to Equipment Trust Agreement, all as more fully described below:

Issuer: United Equipment Leasing Associates  
2200 East Devon Avenue  
Des Plaines, Illinois 60018

Trustee: Continental Illinois National Bank  
and Trust Company of Chicago  
231 South LaSalle Street  
Chicago, Illinois 60693

Guarantor: Evans Transportation Company  
2200 East Devon Avenue  
Des Plaines, Illinois 60018

The Third Amendment refers to that certain Equipment Trust Agreement dated as of September 1, 1977, and recorded with the Interstate Commerce Commission on September 27, 1977, as Recordation No. 9015. Accordingly, the Third Amendment should be recorded as a sub-filing under that number.

8-058A107

FEB 27 1978

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FEB 27 11 22 AM '78  
CERTIFICATION

*C. J. Karples*

ROSENTHAL AND SCHANFIELD

February 23, 1978

Page Two

Enclosed is Rosenthal and Schanfield's Check No. 22159 in the amount of \$10.00 in payment of the applicable recording and filing fees.

Since the above mentioned documents are being delivered to you by hand, we would appreciate it if you would return to the person delivering the same duly stamped copies of the documents not required to be kept by you. If this is not possible, please return the same by mail to:

I. Walter Deitch  
ROSENTHAL AND SCHANFIELD  
55 East Monroe Street, Suite 4620  
Chicago, Illinois 60603

Very truly yours,

ROSENTHAL AND SCHANFIELD



I. Walter Deitch

IWD:nev  
Enclosures

**Interstate Commerce Commission**

**Washington, D.C. 20423**

**2/27/78**


**OFFICE OF THE SECRETARY**

**I. Walter Deitch  
Rosenthal And Schanfield  
55 East Monroe Street, Suite 4620  
Chicago, Illinois 60603**

**Dear Sir:**

The enclosed document(s) was recorded pursuant to the  
provisions of Section 20(c) of the Interstate Commerce Act,  
49 U.S.C. 20(c), on **2/27/78** at **11:25am**,  
and assigned recordation number(s)

**Sincerely yours,**

  
**H.G. Homme, Jr.  
Acting Secretary**

**Enclosure(s)**

**SE-30-T  
(6/77)**

FEB 27 1978 - 11 25 AM

THIRD AMENDMENT TO EQUIPMENT TRUST AGREEMENT INTERSTATE COMMERCE COMMISSION

Third Amendment to Equipment Trust Agreement dated as of January 31, 1978 among Continental Illinois National Bank and Trust Company of Chicago (the "Trustee"), Evans Transportation Company ("ETC") and United Equipment Leasing Associates ("Associates").

WITNESSETH:

WHEREAS, the parties hereto have heretofore executed and delivered among one another that certain Equipment Trust Agreement dated as of September 1, 1977 (the "Original Trust Agreement"), as amended by that certain Amendment to Equipment Trust Agreement dated as of September 29, 1977 (the "First Amendment") and by that certain Second Amendment to Equipment Trust Agreement dated as of January 1, 1978 (the "Second Amendment", and together with the Original Trust Agreement and First Amendment, called the "Trust Agreement"); and

WHEREAS, the Trust Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act as Recordation Nos. 9015, 9015-A and 9015-B; and

WHEREAS, the First Amendment amended Schedule A to the Original Trust Agreement and the Second Amendment further amended Schedule A to the Original Trust Agreement as amended by the First Amendment; and

WHEREAS, the parties hereto wish to restate for convenience Schedule A to the Trust Agreement.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency whereof is hereby acknowledged, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is amended to read in the form attached hereto as Exhibit A;

2. All the remaining terms and provisions of the Trust Agreement remain in full force and effect, and the Trust Agreement as hereby amended is hereby ratified, confirmed and approved.

CONTINENTAL ILLINOIS NATIONAL BANK  
AND TRUST COMPANY OF CHICAGO

(CORPORATE SEAL)

BY

Donald W. Gey  
Vice President

ATTEST:

Amelia  
Trust Officer

UNITED EQUIPMENT LEASING ASSOCIATES

BY

B. S. Felt  
Policy Board Member - ADM

BY

W. R. Rhea  
Policy Board Member - United

EVANS TRANSPORTATION COMPANY

BY

W. R. Rhea  
Vice President

(CORPORATE SEAL)

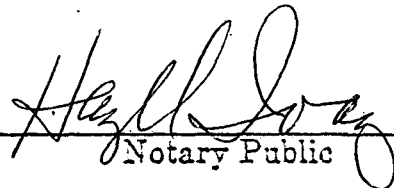
ATTEST:

William R. Rhea  
Assistant Secretary

STATE OF ILLINOIS }  
COUNTY OF COOK } ss.:

On this 31<sup>st</sup> day of January, 1978, before me personally appeared DONALD W. ALFV, to me personally known, who, being by me duly sworn, says that he is a Vice President of CONTINENTAL ILLINOIS NATIONAL BANK AND TRUST COMPANY OF CHICAGO, that one of the seals affixed to the foregoing instrument is the corporate seal of said national banking association, that said instrument was signed and sealed on behalf of said national banking association by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

  
Notary Public

My Commission expires: December 3, 1981

STATE OF ILLINOIS }  
COUNTY OF COOK } ss.:

On this 13<sup>th</sup> day of February, 1978, before me personally appeared Paul R. Leckand, to me personally known, who, being by me duly sworn, say that ~~they~~ <sup>is</sup> are members of the Policy Board of UNITED EQUIPMENT LEASING ASSOCIATES, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and they acknowledged that the execution of the foregoing instrument was the free act and deed of said Partnership.

[NOTARIAL SEAL]

  
Notary Public

My Commission expires: 10/22/78

STATE OF ILLINOIS }  
COUNTY OF COOK } ss.:

On this 13th day of February 1978, before me personally appeared Paul L. Lee, to me personally known, who, being by me duly sworn, says that he is a Vice President of EVANS TRANSPORTATION COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[NOTARIAL SEAL]

Price Purdy  
Notary Public

My Commission expires: My Commission Expires April 22, 1981

STATE OF ILLINOIS )  
 ) ss  
COUNTY OF MACON )

On this 16th day of February, 1978, before me personally appeared Ben E. Fellows, to me personally known, who, being by me duly sworn, says that he is a member of the Policy Board - ADM of United Equipment Leasing Associates, that said instrument was signed on behalf of said Partnership by authority of its Policy Board and acknowledges that the execution of the foregoing instrument was the free act and deed of said Partnership.

(Notarial Seal)

  
\_\_\_\_\_  
Notary Public

My Commission expires: 8-18-81



## EXHIBIT A

DESCRIPTION OF CARS AND LEASES

<u>TYPE OF CAR</u>	<u>QUANTITY</u>	<u>LESSEE</u>	<u>LEASE DATE</u>	<u>TERM (YRS.)</u>	<u>CAR NUMBERS (BOTH INCLUSIVE)</u>
5700 cu. ft. covered hoppers	73	Archer-Daniels- Midland Company	3/1/77	12	UELX 100000- 100072
21,000 gallon tank cars	36	Archer-Daniels- Midland Company	6/1/77	12	UELX 78003- ✓ 78038
16,850 gallon tank cars	88	Archer-Daniels- Midland Company	3/31/77	12	UELX 77915- ✓ 78002
30,000 gallon tank cars	24	Archer-Daniels- Midland Company	5/31/77	12	UELX 78039- ✓ 78062
5700 cu. ft. covered hoppers	25	Archer-Daniels- Midland Company	3/1/77	12	UELX 60005-60029 ✓
4750 cu. ft. covered hoppers	25	Tabor Milling Company	8/12/77	12	UELX 10000-10024 ✓
5700 cu. ft. covered hoppers	12	Archer-Daniels- Midland Company	9/6/77	12	UELX 30000-30011 ✓
TOTAL	283				